

***FORM D**

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

**NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION**

1284193

OMB APPROVAL

OMB Number

Expires:

Estimated average burden
hours per response

SEC USE ONLY

Prefix

Serial

DATE RECEIVED

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

Limited Liability Company Units

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☒ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

P. Vandermeer Investments, L.L.C.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
8800 N. Gainey Center Drive, Suite 279, Scottsdale, Arizona 85258-2133 (480) 596-1580

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices)
N/A N/A

Brief Description of Business

Investment in insurance products

Type of Business Organization

☐ corporation
☐ business trust

☐ limited partnership, already formed
☐ limited partnership, to be formed

☒ other (please specify): LLC, already formed

Actual or Estimated Date of Incorporation or Organization:

Month
0 2

Year
0 3

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction)

M O

PROCESSED

MAR 22 2004

**THOMSON
FINANCIAL**

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by SEC at the address given below or, if received at that address after the date on which it due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any change thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix must not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. The notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☒ General and/or Managing Partner¹

¹Manager of Altair, LLC; Altair, LLC is manager of issuer

Full Name (Last Name first, if individual)

Jeffrey Clark

Business or Residence Address (Number and Street, City, State, Zip Code)

8800 N. Gainey Center Drive, Suite 279, Scottsdale, Arizona 85258-2133

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner¹ ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

¹Owner of Altair, LLC

Full Name (Last Name first, if individual)

Reid S. Johnson

Business or Residence Address (Number and Street, City, State, Zip Code)

8800 N. Gainey Center Drive, Suite 279, Scottsdale, Arizona 85258-2133

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last Name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last Name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last Name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last Name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No
☐ ☒

Answer also in Appendix, Column 2, if filing under ULOE

2. What is the minimum investment that will be accepted from any individual? \$50,000

3. Does the offering permit joint ownership of a single unit?..... Yes No
☒ ☐

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

N/A

Business or Resident Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States..... ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Resident Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States..... ☐ All State

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Resident Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States..... ☐ All State

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate-offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is in exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ <u>N/A</u>	\$ <u>N/A</u>
Equity	\$ <u>N/A</u>	\$ <u>N/A</u>
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ <u>N/A</u>	\$ <u>N/A</u>
Partnership Interests	\$ <u>N/A</u>	\$ <u>N/A</u>
Other (Specify <u>LLC Units¹</u>)	\$ <u>635,500</u>	\$ <u>635,500</u>
Total	\$ <u>635,500</u>	\$ <u>635,500¹</u>

Answer also in Appendix, Column 3, if filing under ULOE.

¹ 625,000 A Units at \$1.00 per Unit and C Units at \$10,500 (estimated)

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount Of Purchases
Accredited Investors	<u>4</u>	\$ <u>635,500</u>
Non-accredited Investors	<u>4</u>	\$ <u>0</u>
Total	<u>4</u>	\$ <u>635,500</u>

Answer also in Appendix, Column 4, if filing under ULOE.

¹ Includes certain related investors that would be deemed to be a single investor per Rule 501(e).

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	<u>N/A</u>	\$ <u>0</u>
Regulation A	<u>N/A</u>	\$ <u>0</u>
Rule 504	<u>N/A</u>	\$ <u>0</u>
Total	<u>N/A</u>	\$ <u>0</u>

4.a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuers. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ <u>0</u>
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ <u>200</u>
Legal Fees	<input checked="" type="checkbox"/>	\$ <u>10,000</u>
Accounting Fees	<input type="checkbox"/>	\$ <u> </u>
Engineering Fees	<input type="checkbox"/>	\$ <u>0</u>
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ <u>0</u>
Other Expenses (identify <u>blue sky fees, postage</u>)	<input checked="" type="checkbox"/>	\$ <u>300</u>
Total	<input checked="" type="checkbox"/>	\$ <u>10,500</u>

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate-offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

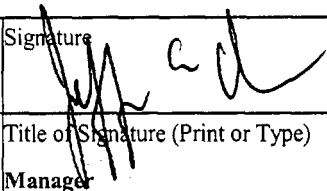
\$ 625,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors & Affiliates	Payments To Others
Salaries and fees.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of Real Estate.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify) - purchase of annuity and insurance policies	<input checked="" type="checkbox"/> \$ 147,550	<input checked="" type="checkbox"/> \$ 477,450
Column Totals.....	<input checked="" type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ _____
Total Payments Listed (column totals added).....	<input type="checkbox"/> \$ 625,000	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) P. Vandermeer Investments, L.L.C.	Signature 	Date March 4, 2004
Name of Signer (Print or Type) Altair, L.L.C.	Title of Signer (Print or Type) Manager	
By: Jeffrey Clark, Manager		

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(e), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule ☐ Yes ☐ No

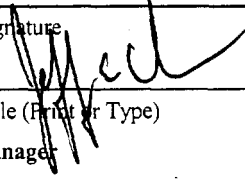
See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.5) times as required by state law.

3. The undersigned issuers hereby undertake to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

~~4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing conditions have been satisfied.~~

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly person.

Issuer (Print or Type) P. Vandermeer Investments, L.L.C.	Signature 	Date March 4, 2004
Name (Print or Type) Altair, L.L.C. By: Jeffrey Clark, Manager	Title (Print or Type) Manager	

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offering in state (Part C-Item 1)	4 Type of investor and Amount purchased in State (Part C-Item 2)				Disqualification un yes, attach expla grat (Part E -	
	Yes	No		Number of Accredited Investors	Amount	Number of non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ		X	LLC Units/ \$635,500	4	\$635,500	0	0	N/A	
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									

1	2		3	4				5		
State	Intend to sell to non-accredited investors in State (Part B-Item 1)	Yes	No	Type of security and aggregate offering price offering in state (Part C-Item 1)	Type of investor and Amount purchased in State (Part C-Item 2)	Number of Accredited	Amount	Number of non-Accredited	Amount	Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E - Item 1)
	Yes	No								
MS										
MO										
MT										
NE										
NV										
NH										
NJ										
NM										
NY										
NC										
ND										
OH										
OK										
OR										
PA										
RI										
SC										
SD										
TN										
TX										
UT										
VT										
VA										
WA										
WV										
WI										
WY										
PR										

Form U-2**Uniform Consent to Service of Process**

Know all men by these presents:

That the undersigned, P. Vandermeer Investments, L.L.C., a limited liability company organized under the laws of the State of Missouri, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

P. Vandermeer Investments, L.L.C.
8800 N. Gainey Center Drive, Suite 279
Scottsdale, Arizona 85258-2133
Attn: Jeffrey Clark

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of each State as its attorney in that State for receipt of service of process:

<input type="checkbox"/>	ALABAMA	Secretary of State	<input type="checkbox"/>	FLORIDA	Department of Banking and Finance
<input type="checkbox"/>	ALASKA	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	<input type="checkbox"/>	GEORGIA	Commissioner of Securities
<input checked="" type="checkbox"/>	ARIZONA	The Corporation Commission	<input type="checkbox"/>	GUAM	Administrator, Department of Finance
<input type="checkbox"/>	ARKANSAS	The Securities Commissioner	<input type="checkbox"/>	HAWAII	Commissioner of Securities
<input type="checkbox"/>	CALIFORNIA	Commissioner of Corporations	<input type="checkbox"/>	IDAHO	Director, Department of Finance
<input type="checkbox"/>	COLORADO	Securities Commissioner	<input type="checkbox"/>	ILLINOIS	Secretary of State
<input type="checkbox"/>	CONNECTICUT	Banking Commissioner	<input type="checkbox"/>	INDIANA	Secretary of State
<input type="checkbox"/>	DELAWARE	Securities Commissioner	<input type="checkbox"/>	IOWA	Commissioner of Insurance
<input type="checkbox"/>	DISTRICT OF COLUMBIA	Public Service Commission	<input type="checkbox"/>	KANSAS	Secretary of State

—	KENTUCKY	Director, Division of Securities	—	OHIO	Secretary of State
—	LOUISIANA	Commissioner of Securities	—	OREGON	Director, Department of Insurance and Finance
—	MAINE	Administrator, Securities Division	—	OKLA.	Securities Administrator
—	MARYLAND	Commissioner of the Division of Securities	—	PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process
—	MASSACHUSETTS	Secretary of State	—	PUERTO RICO	Commissioner of Financial Institutions
—	MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce	—	RHODE ISLAND	Director of Business Regulation
—	MINNESOTA	Commissioner of Commerce	—	SOUTH CAROLINA	Securities Commissioner
—	MISSISSIPPI	Secretary of State	—	SOUTH DAKOTA	Director of the Division of Securities
—	MISSOURI	Securities Commissioner	—	TENNESSEE	Commissioner of Commerce and Insurance
—	MONTANA	State Auditor and Commissioner of Insurance	—	TEXAS	Securities Commissioner
—	NEBRASKA	Director of Banking and Finance	—	UTAH	Director, Division of Securities
—	NEVADA	Secretary of State	—	VERMONT	Commissioner of Banking, Insurance, Securities & Health Administration
—	NEW HAMPSHIRE	Secretary of State	—	VIRGINIA	Clerk, State Corporation Commission
—	NEW JERSEY	Chief, Securities Bureau	—	WASHINGTON	Director of the Department of Licensing
—	NEW MEXICO	Director, Securities Division	—	WEST VIRGINIA	Commissioner of Securities
—	NEW YORK	Secretary of State	—	WISCONSIN	Department of Financial Institutions, Division of Securities
—	NORTH CAROLINA	Secretary of State	—	WYOMING	Secretary of State
—	NORTH DAKOTA	Securities Commissioner			

Dated this 4TH day of March, 2004.

P. VANDERMEER INVESTMENTS, L.L.C.

BY: ALTAIR, L.L.C., its Manager

(SEAL)

By: [Signature]
Print: Jeffrey Clark
Title: Manager

Corporate Acknowledgment

State of Arizona)
) ss
County of Maricopa)

On this 4TH day of March, 2004, before me personally appeared Jeffery Clark, known personally to me to be the Manager of Altair, L.L.C., which is the Manager of P. Vandermeer Investments, L.L.C. and acknowledged that he, as the officer being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself as manager.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

(SEAL)

[Signature]
Notary Public

My commission expires 10/15/07



KERI YACOS
Notary Public - Arizona
Maricopa County
Expires 10/15/07